

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u>,</b>	)	<b>Case No. 01-1139 (JKF)</b>
	)	
<b>Debtors.</b>	)	<b>Objection Deadline: December 17, 2012 at 4:00 .m.</b>
	)	<b>Hearing: Schedule if Necessary (Negative Notice)</b>

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**COVER SHEET TO EIGHTY-FIRST MONTHLY INTERIM APPLICATION OF  
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL  
TO DAVID T. AUSTERN, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE, FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE TIME PERIOD OCTOBER 1, 2012 THROUGH OCTOBER 31, 2012**

Name of Applicant:	Orrick, Herrington & Sutcliffe LLP ("Orrick")
Authorized to Provide Professional Services to:	David T. Austern, Asbestos PI Future Claimants' Representative (the "FCR")
Date of Retention:	As of February 6, 2006 pursuant to Order entered by the Court on May 8, 2006
Period for which compensation is sought:	October 1, 2012 through October 31, 2012
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$210,928.00
80% of fees to be paid:	\$168,742.40
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 1,960.37
Total Fees @ 80% and 100% Expenses:	\$170,702.77

This is an:  interim  monthly  final application.

The total time expended for fee application preparation during this time period is 14.00 hours and the corresponding fees are \$5,145.00 and no expenses for Orrick's fee applications and 3.80 hours and \$1,261.00 in fees and no expenses for the FCR and/or his other professionals' fee applications. Any additional time spent for these matters will be requested in subsequent monthly interim applications.

This is Orrick's Eighty-First interim fee application for the period October 1-31, 2012. Orrick has previously filed with the Court the following interim fee applications since January 1, 2011:

<u>Interim Period</u>	<u>Fees @ 100%</u>	<u>Fees @ 80%</u>	<u>Expenses @ 100%</u>	<u>Total Fees @ 80% &amp; 100% Expenses</u>
Sixtieth Interim Period January 1-31, 2011	\$142,974.50	\$114,379.60	\$6,115.18	\$120,494.78
Sixty-First Interim Period February 1-28, 2011	\$195,201.25	\$156,161.00	\$3,054.18	\$159,215.18
Sixty-Second Interim Period March 1-31, 2011	\$141,980.50	\$113,584.40	\$5,731.66	\$119,316.06
Sixty-Third Interim Period April 1-30, 2011	\$154,351.50	\$123,481.20	\$2,133.98	\$125,615.18
Sixty-Fourth Interim Period May 1-31, 2011	\$291,949.00	\$233,559.20	\$2,719.72	\$236,278.92
Sixty-Fifth Interim Period June 1-30, 2011	\$264,461.50	\$211,569.20	\$1,596.62	\$213,165.82
Sixty-Sixth Interim Period July 1-31, 2011	\$183,305.50	\$146,664.40	\$2,125.45	\$148,769.85
Sixty-Seventh Interim Period August 1-31, 2011	\$217,453.75	\$173,963.00	\$4,824.26	\$178,787.26
Sixty-Eighth Interim Period September 1-30, 2011	\$85,516.00	\$68,412.80	\$528.14	\$68,940.94
Sixty-Ninth Interim Period October 1-31, 2011	\$95,133.50	\$76,106.80	\$1,485.24	\$77,592.04
Seventieth Interim Period November 1-30, 2011	\$76,170.00	\$60,936.00	\$1,446.67	\$62,382.67
Seventy-First Interim Period December 1-31, 2011	\$30,886.00	\$24,708.80	\$159.19	\$24,549.61
Seventy-Second Interim Period January 1-31, 2012	\$156,083.25	\$124,866.60	\$4,233.85	\$129,100.45
Seventy-Third Interim Period February 1-29, 2012	\$143,730.00	\$114,984.00	\$509.24	\$115,493.24
Seventy-Fourth Interim Period March 1-31, 2012	\$162,735.00	\$130,188.00	\$2,707.78	\$132,895.78
Seventy-Fifth Interim Period April 1-30, 2012	\$143,709.00	\$114,967.20	\$110.10	\$114,977.30
Seventy-Sixth Interim Period May 1-31, 2012	\$179,513.25	\$143,610.60	\$3,284.58	\$146,895.18
Seventy-Seventh Interim Period June 1-30, 2012	\$109,907.50	\$87,926.00	\$2,533.29	\$90,459.29
Seventy-Eighth Interim Period July 1-31, 2012	\$249,687.25	\$199,749.80	\$1,697.47	\$201,447.27
Seventy-Ninth Interim Period August 1-31, 2012	\$176,205.00	\$140,964.00	\$2,175.83	\$143,139.83
Eightieth Interim Period September 1-30, 2012	\$126,686.00	\$101,348.80	\$2,331.17	\$103,679.97

To date, Orrick has received payments\* since its January 2012 statement from the Debtors in the following amounts:

- \$129,100.45 representing 80% of fees and 100% of expenses for January 2012
- \$115,493.24 representing 80% of fees and 100% of expenses for February 2012
- \$132,895.78 representing 80% of fees and 100% of expenses for March 2012
- \$115,078.30 representing 80% of fees and 100% of expenses for April 2012
- \$146,895.18 representing 80% of fees and 100% of expenses for May 2012
- \$ 90,459.29 representing 80% of fees and 100% of expenses for June 2012
- \$201,447.27 representing 80% of fees and 100% of expenses for July 2012
- \$143,139.83 representing 80% of fees and 100% of expenses for August 2012

\*This list reflects payments received as of November 23, 2012.

**COMPENSATION SUMMARY****OCTOBER 1-31, 2012**

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Peter J. Connors	Partner, 20 years in position; 36 years relevant experience; 1976, Tax	\$895	6.90	\$6,175.50
Roger Frankel	Partner, 29 years in position; 41 years relevant experience; 1971, Restructuring	\$995	80.40	\$79,998.00
Peri N. Mahaley	Of Counsel, 20 years in position; 33 years relevant experience; 1979, Insurance	\$665	3.30	\$2,194.50
Jeannie Shin	Partner, 4 years in position; 13 years relevant experience; 1999, M&A and Private Equity	\$715	15.20	\$10,868.00
Richard V. Smith	Partner, 20 years in position; 29 years relevant experience; 1983, Corporate	\$875	11.60	\$10,150.00
Richard H. Wyron	Partner, 23 years in position; 33 years relevant experience; 1979, Restructuring	\$875	60.20	\$52,675.00
Debra L. Felder	Associate, 10 years in position; 10 years relevant experience; 2002, Restructuring	\$650	61.80	\$40,170.00
Stephen C. Lessard	Associate 5 years in position; 5 years relevant experience; 2007, Tax	\$575	2.40	\$1,380.00
Jonas J. Robison	Associate, 2 years in position; 2 years relevant experience; 2010, Corporate	\$375	5.40	\$2,025.00
Debra O. Fullem	Bankruptcy Research Specialist	\$270	19.60	\$5,292.00
<b>TOTAL</b>			<b>266.80</b>	<b>\$210,928.00</b>
<b>Blended Rate: \$790.58</b>				

**COMPENSATION BY PROJECT CATEGORY****OCTOBER 1-31, 2012**

<b><u>Project Category</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>
Compensation of Professionals—Other	3.80	\$1,261.00
Compensation of Professionals—Orrick	14.00	\$5,145.00
Insurance	5.10	\$3,364.50
Litigation	240.70	\$199,886.00
Retention of Professionals—Orrick	3.20	\$1,271.50
<b>TOTAL</b>	<b>266.80</b>	<b>\$210,928.00</b>

**EXPENSE SUMMARY****OCTOBER 1-31, 2012**

<b><u>Expense Category</u></b>	<b><u>Total</u></b>
Duplicating	\$80.00
Express Delivery	\$65.14
Lexis	\$114.29
Meals	\$11.23
Pacer	\$161.12
Postage	\$195.30
Taxi	\$165.52
Travel—Air	\$236.40
Travel—Other (awaiting specific detail from acctng)	\$131.23
Westlaw	\$800.14
<b>TOTAL</b>	<b>\$1,960.37</b>

Orrick's Client Charges and Disbursements Policy effective January 1, 2012, is as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication. Color copies are charged at \$1.25 per page.

b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick charges clients for long distance telephone calls but not for local telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.00 per page, plus any long-distance calling cost, and there is no charge for incoming facsimiles.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

d. ***Overtime*** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances. Orrick generally utilizes secretarial assistance in connection with monitoring and updating case dockets and downloading, circulating and printing of pleadings filed in the case. Thus, certain charges may be incurred by secretaries for overtime. (Note: These charges are at rates less than that charged by Orrick paralegals or other professional staff who may have otherwise performed this type of work.)

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. Use of fee based internet research services is charged at Orrick's cost.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By:/S/ RICHARD H. WYRON

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Dated: November 20, 2012